

## **BY-LAWS**

### **Cuba Circulating Library Association**

By-Laws of the Cuba Circulating Library Association, duly adopted at the Annual Meeting of the Library Board held on Monday evening, January 9, 1961, and last amended at the January 8, 2024 Annual Meeting of the Board of Trustees.

**MISSION STATEMENT:** Cuba Circulating Library is dedicated to free and equal access to information, knowledge, and learning. We strive to nurture a lifelong love of reading, discovery and engagement among our diverse community through our collections, programs, and physical and virtual spaces.

**PREAMBLE:** The Cuba Circulating Library is an association library, incorporated under §501(c)(3) of the Not-for-Profit Law, pursuant to the Certificate of Incorporation of the Cuba Circulating Library Association dated September 21, 1872, and duly recorded in the Allegany County Clerk's Office in Liber "E" of the Miscellaneous Records at Page 271, the Charter dated October 9, 1872, granted to the Cuba Circulating Library Association by the Regents of the University of the State of New York, and all Amendments thereto, the following By-Laws are hereby adopted for the Cuba Circulating Library Association.

## **BY-LAWS**

### **1. NAME OF ORGANIZATION:**

- a. The name of the organization shall be Cuba Circulating Library Association (hereinafter referred to as "Library").

### **2. FISCAL:**

- a. The fiscal year of the Library shall be the calendar year.

### **3. BOARD OF TRUSTEES:**

- a. The Library shall be governed by a Board of Trustees. The Board shall consist of an odd number of not less than seven (7) or more than eleven (11) Trustees, elected for terms of three (3) years each. The number of Trustees will be determined at the Annual Meeting, memorialized by a motion. Newly elected members will take office at the first meeting following the Annual Meeting.
- b. Eligibility for office shall be limited to adults residing within the geographical limits of the Library district.

- c. Members of the Board of Trustees have a duty of loyalty and a duty of care to the library. Thus, trustees are expected to attend all meetings of the Board including committee meetings, after election or appointment to the Board. Absences will be noted in the minutes of the meeting as excused or unexcused.
- Excused: Trustees may be excused for short vacations, personal reasons or illness. Notice is expected in advance of the meeting to the president and/or to the director.
  - Unexcused: No notice given in advance of the meeting of the trustee's inability to attend the meeting.
- If an excessive number of unexcused or excused absences are noted within a fiscal year, the President of the Board of Trustees may request improved attendance from a member or the member's resignation.
- d. Unexcused absence from three (3) consecutive meetings shall constitute automatic dismissal from the Board unless the Board defers this dismissal by majority vote. The President shall inform the absent Board member in writing that they are no longer on the Board. If dismissal is deferred by Board action, the President shall inform the absent Board member in writing of the conditions of this deferral.
- e. No member shall serve for more than two consecutive three (3) year terms.
- f. Any vacancy shall be filled by special election by the remaining members of the Board for the remainder of the term of that particular position.
- g. The Board may remove a Trustee for misconduct, incapacity, or neglect of duty.
- h. Each Trustee shall have one (1) vote, irrespective of office held.
- i. A Trustee must be present at a meeting to have their vote counted.
- j. A majority of the whole Board (including vacancies) is required for any motion to pass.
- k. All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of their office shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any Library employee.

#### 4. OFFICERS

- a. The officers of the Board shall be the President, Vice President, Secretary and Financial Officer, elected annually by the Board at the Annual Meeting. These officers shall serve for a period of one (1) year or until their successors shall have been duly elected.
- b. The duties of such officers shall be as follows:
  - i. The **President** shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.
  - ii. The **Vice President**, in any event of the absence or disability of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President.
  - iii. The **Secretary** shall record a true and accurate record of all meetings of the Board, and shall perform such other duties as are generally associated with that office.
  - iv. The **Financial Officer** will oversee the accounting of Library funds and chair the Finance Committee. The Financial Officer may review all bank and investment account statements, financial reports of current income and expenses and the monthly reconciliation of accounts. The Financial Officer will present the income and expense statements as well as the monthly investment account statements at the Board of Trustees' monthly meetings. In addition, the Financial Officer may assist in budget preparation, represent the Library at local budget hearings, and request funding from outside sources when necessary. The Financial Officer should be aware of all written Board approved fiscal policies and the basic financial procedures used by the Library. The Financial Officer shall be aware of the Library's funding sources; and will make recommendations to the Board on the acquisition and disbursement of funds where appropriate.

#### 5. DIRECTOR

- a. The Board shall appoint a Director who shall be the Chief Executive Officer of the Library corporation and shall have charge of the administration of the Library under the direction and review of the Board. The Director shall be responsible for

the care of the buildings and equipment; for the employment and direction of the staff; for the efficiency of the Library's service to the public; and for the operation of the Library under the financial conditions contained in the annual budget.

- b. The Director is specifically charged with authorization and approval of all invoices to be paid, authorization and approval of payroll, and preparation of all cash deposits.
- c. The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of Library service. The Director shall attend all Board meetings except the portion of the meeting at which the Director's appointment or salary is to be discussed or decided.

## **6. COMMITTEES**

- a. A nominating committee shall be appointed by the President three (3) months prior to the Annual Meeting who will present a slate of officers and names of candidates for new Trustees. Additional nominations may be made from the floor.
- b. In the event of a resignation in the mid-term, the President will appoint a Nominating Committee to present nominee(s) at the next regular meeting.
- c. Committees for specific purposes may be appointed by the President. Such committees shall serve until the completion of the work for which they were appointed.
- d. The Executive Committee shall consist of five members including the President, Vice President, Secretary, Financial Officer, and a Board Member at Large. The Board Member at Large will be appointed at the annual meeting by the board trustees. This committee may between meetings of the board, act on behalf of the board. The Executive Committee shall exercise this authority only when there is no time to convene the full board and only to act on a specific matter.
- e. The following standing committees are hereby created and the President shall appoint a chairman and such additional members as may be required for each committee at the Annual Meeting to act for the ensuing year, to wit:
  - i. Planning Committee
  - ii. Finance Committee
  - iii. Building and Grounds Committee
  - iv. Personnel Committee
  - v. Liaison with Friends

- vi. Education Committee
- vii. Policy Committee
- f. All committees shall make a verbal or written progress report to the Board at each of its meetings.
- g. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.
- h. The President shall be, ex officio, a member of all committees.

## **7. MEETINGS**

- a. Meetings shall be held on the second Monday of each month at 5:30 PM at the Library, or at another date, time and location as agreed to by the Board.
- b. Notices for regular or a special meeting shall be sent at least five (5) days before the meeting. Members of the Board accept responsibility for attendance of at least fifty percent (50%) of Board and Committee meetings when they accept a position on the Board.
- c. A special meeting of the Board may be called by the President or upon written request of three (3) members to the President, or all members, for the transaction of business stated in the call of the meeting.
- d. The Annual Meeting shall be held in January of each year. The business transacted at this meeting shall include the election of new trustees and new officers.
- e. The operating and financial reports for the previous year shall be presented at the regular meeting in January.
- f. The final budget for the subsequent calendar year shall be presented for approval at the regular meeting in December.
- g. A simple majority of the whole Board (including vacancies) shall constitute a quorum for the conducting of all business. A majority of the whole Board (including vacancies) is required for any motion to pass. If a quorum is not present at a regular meeting, the attending members may set a date for another meeting to be held within one week, and the presiding officer shall notify the absent members of this specially called meeting.
- h. The order of business for regular meetings shall include, but not be limited to, the following items:
  - i. Call to order
  - ii. Public comments
  - iii. Friends' report

- iv. Approval of minutes
- v. Approval of Financial Officer's report
- vi. Report of Committees
- vii. Unfinished business
- viii. New business
- ix. Director's report
- x. Adjournment

**8. EDUCATION REQUIREMENTS:** Pursuant to Education Law, Chapter 16, Title 1, Article 5, Part 2, and effective as of January 1, 2023, each Trustee is required to complete a minimum of two hours of Trustee education annually. Such Trustee education may be delivered online or in person, and may include lectures, workshops, regional or national library association programs, or any other format approved by the Commissioner of Education.

## **9. AMENDMENTS**

- a. Amendments to these By-laws may be proposed at any regular meeting and shall be voted upon at the next regular meeting. Written notice of the proposed amendment(s) shall be sent to all absent members at least ten (10) days prior to the voting session. A simple majority of the whole Board (including vacancies) shall be sufficient for adoption of an amendment.

## **10. REVOCATION OF FORMER BY-LAWS:**

All By-Laws and resolutions of this Library Board heretofore adopted and inconsistent with or contrary to the foregoing By-Laws are hereby revoked.

Approved by the Board of Trustees

Dated: January 10, 2022

Amended: April 10, 2023; January 8, 2024; January 13, 2025